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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE MEETING OF THE MEMBERS OF TECHKNOWGREEN SOLUTIONS LIMITED HELD ON TUESDAY 02<sup>ND</sup> MAY, 2023, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT FLAT-202, HEM OPAL APARTMENT, PLOT NO. 126, EKTA SOCIETY, WAKADEWADI, PUNE – 411003, MAHARSHTRA, INDIA AT 10:30 A.M. (IST)

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**APPROVAL OF INITIAL PUBLIC OFFER OF EQUITY SHARES THROUGH A FRESH ISSUE OF EQUITY SHARES BY THE COMPANY:**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (**“Companies Act, 2013”** or **“Companies Act”**), and the provisions of the Memorandum of Association and Articles of Association of the Company (**“Charter Documents”**), and in accordance with the Securities Contracts Regulation Act, 1956, as amended (**“SCRA”**) and the rules framed thereunder, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and other applicable regulations rules, guidelines, clarifications, circulars and notifications issued by the Securities and Exchange Board of India (**“SEBI”**), and listing agreements to be entered into with the BSE SME, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“SEBI Listing Regulations”**) and any other applicable laws, rules, regulations, circulars and notifications issued by SEBI, the Reserve Bank of India (**“RBI”**) and any other statutory or regulatory authority or agency in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (**“Applicable Laws”**) and subject to such approvals, consents, sanctions, permissions as may be necessary and required from BSE SME, the Registrar of Companies, Maharashtra at Pune (**“RoC”**) and concerned ministries or departments of the Government of India (**“Govt”**) and/or any other competent authority (the **“Regulatory Authorities”**) as may be required and clarifications, if any, issued thereon from time to time, and further subject to receipt of consents, waivers and permissions from certain other third parties (including, but not limited to lenders of the Company) and subject to satisfaction of such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any committee thereof constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law), consent, authority and approval of the members of the Company is hereby accorded to create, offer, issue and allot such number of equity shares of face value of ₹ 10.00 each (**“Equity Shares”**), aggregating up to ₹ 1,800.00 Lakh (**“Fresh Issue”** or **“the Offer”**), at a price to be determined by the Company in consultation with the lead manager, so appointed (**“LM”**), in terms of the SEBI

ICDR Regulations or otherwise in accordance with Applicable Laws (with an option to the Company to retain an over-subscription to the extent of 1% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), in accordance with the SEBI Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder of the Company as the Board may, decide, including anchor investors, if any, one or more of the members of the Company, eligible employees of the Company (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bi-lateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, national investment funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systematically important non-banking financial company, Indian Mutual fund, Members of group companies, Indian public bodies corporate, Companies (private and public) or other entities (whether incorporated or not) , authorities and to such other persons including high net worth individuals, retail individual bidders, and/or any other categories of investors, whether within or outside India, in one or more combinations thereof, and/or any other categories of investors as may be permitted to invest under applicable laws by way of Initial public offering consisting of fresh issue of Equity shares (the "fresh issue") and in one or more tranches in consultation with lead manager or underwriter or other advisor or such persons appointed for the issue and on such terms and conditions as may be finalized by the board in consultation with lead manager through an offer document, prospectus and/or an offering memorandum, as required, and as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Equity shares issued or transferred pursuant to the issue shall be listed at SME Platform of BSE Limited and BSE Limited is the Designated Stock Exchange.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of the Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with Lead manager, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, offer price, premium amount, (as allowed under applicable laws) listing on SME Platform of BSE Limited in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents and agreements and any amendments thereto, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the Offer and utilization of the proceeds from the Fresh issue, as it may deem fit, and as it may, from time to time, decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the Equity Shares, to vary the size of the

Offer, appoint the LM, bankers to the Offer and other intermediaries or agencies concerned and to negotiate, finalize and execute all such agreements and arrangements as well as amendments, supplements, notices or corrigenda thereto in connection with the Offer with such intermediaries and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement of expenses incurred in relation to the Offer, or as the Board may *suo moto* decide in its absolute discretion in the best interests of the Company and the Offer, without requiring any further approval of the members, to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to the Offer as authorized herein.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all such other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in doing so and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** any of the Directors of the Company is authorised to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities.”

**CERTIFIED TRUE COPY**

**FOR TECHNOLOGREEN SOLUTIONS LIMITED**



**PRASAD RANGRAO PAWAR**

**DIRECTOR & CEO**

**DIN: 02033491**

**ADDRESS: SR NO 44/A/1, BUILDING NO. C  
103, NEW DROPS ALANDI ROAD VISHRANTWADI  
DHANORI PUNE CITY, PUNE 411015 MAHARASHTRA  
INDIA**

**DATE: 02.05.2023**

**PLACE: PUNE**